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*Special Counsel For The Official Committee
Of Unsecured Creditors Of
Lehman Brothers Holdings Inc., et al.*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: :
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LEHMAN BROTHERS HOLDINGS INC., : **Chapter 11**
ET AL. :
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Debtors. : **Case No. 08-13555 (JMP)**
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**SEVENTH SUPPLEMENTAL DECLARATION OF SUSHEEL KIRPALANI
IN SUPPORT OF APPLICATION OF OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF LEHMAN BROTHERS HOLDINGS INC., ET AL., UNDER
11 U.S.C. §§ 328 AND 1103 AND FED. R. BANKR. P. 2014 AND 5002, FOR
ORDER AUTHORIZING RETENTION AND EMPLOYMENT OF QUINN
EMANUEL URQUHART & SULLIVAN, LLP, AS SPECIAL COUNSEL,
NUNC PRO TUNC TO SEPTEMBER 17, 2008**

Susheel Kirpalani hereby declares, under penalty of perjury:

1. I am a member of Quinn Emanuel Urquhart & Sullivan, LLP ("Quinn Emanuel"), a law firm with offices at 51 Madison Avenue, New York, New York 10010, and in Los Angeles, Chicago, San Francisco, Silicon Valley, California, London, England, Mannheim, Germany and Tokyo, Japan.

2. I submit this declaration (the “Seventh Supplemental Declaration”) in connection with Quinn Emanuel’s representation of the Official Committee of Unsecured Creditors (the “Creditors’ Committee”) of Lehman Brothers Holdings Inc. (“LBHI”) and its affiliated debtors in possession (collectively, the “Lehman Debtors”), as special counsel, *nunc pro tunc* effective as of September 17, 2008, in the above-captioned cases. Quinn Emanuel was retained upon application, dated October 21, 2008 (the “Application”), by the Creditors’ Committee, pursuant to sections 328 and 1103(a) of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the “Bankruptcy Code”), and Rules 2014 and 5002 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

3. Unless otherwise stated in this declaration, I have personal knowledge of the facts set forth herein. I will supplement the disclosures made in the Declarations (as defined below) if additional relevant information becomes available during the pendency of these cases.

4. I initially filed a declaration (the “Initial Declaration”), dated October 21, 2008, contemporaneously with the Application. On November 10, 2008, I filed a supplemental declaration in support of the Application (the “First Supplemental Declaration”). On December 8, 2008, I filed a second supplemental declaration in support of the Application (the “Second Supplemental Declaration”). On March 4, 2009, I filed a third supplemental declaration in support of the Application (the “Third Supplemental Declaration”). On June 26, 2009, I filed a fourth supplemental declaration in support of the Application (the “Fourth Supplemental Declaration”). On December 18, 2009, I filed a fifth supplemental declaration in support of the Application (the “Fifth Supplemental Declaration”). On August 4, 2010, I filed a sixth supplemental declaration in support of the Application (the “Sixth Supplemental Declaration” and, together with the Initial Declaration, First Supplemental Declaration, Second Supplemental

Declaration, Third Supplemental Declaration, Fourth Supplemental Declaration, and Fifth Supplemental Declaration, the “Declarations”).

5. On November 21, 2008, the Bankruptcy Court entered the Final Order Under 11 U.S.C. §1103(a) And Fed. R. Bankr. P. 2014 and 5002, Authorizing Retention And Employment Of Quinn Emanuel Urquhart Oliver & Hedges, LLP As Special Counsel To The Official Committee Of Unsecured Creditors Of Lehman Brothers Holdings Inc. Et Al., Nunc Pro Tunc To September 17, 2008 (the “Final Order”). Among other things, the Final Order granted the Application and approved Quinn Emanuel’s retention as special counsel to the Creditors’ Committee.

6. On November 15, 2010, Khaled Khatoun, an attorney formerly associated with Lovells LLP (“Lovells”) in London, England, joined Quinn Emanuel as an associate in Quinn Emanuel’s London, England office. While at Lovells, Mr. Khatoun represented a financial institution (the “Khatoun Former Client”) in matters unrelated to these chapter 11 cases respecting certain structured notes that were purportedly backed by a Lehman-related entity. The Khatoun Former Client also may have claims against the Lehman-Debtors.

7. Mr. Khatoun’s representation of the Khatoun Former Client ceased upon joining Quinn Emanuel. The Khatoun Former Client agreed not to object to Mr. Khatoun’s being employed by Quinn Emanuel. The Khatoun Former Client further requested that Quinn Emanuel erect information barriers to ensure that any information Mr. Khatoun may have obtained in his representation of the Khatoun Former Client is protected and that such information is not shared with Quinn Emanuel, even informally. Quinn Emanuel has instructed Mr. Khatoun not to bring his files relating to the Khatoun Former Client to Quinn Emanuel, and will employ appropriate walling mechanisms to ensure that no confidential information about the

Khatoun Former Client is disclosed, even informally, to any attorney representing the Creditors' Committee.

8. On December 1, 2010, Gillian Sinnott, an attorney formerly associated with Paul, Weiss, Rifkind, Wharton & Garrison LLP ("Paul Weiss") in New York, joined Quinn Emanuel as an associate in Quinn Emanuel's London, England office. While at Paul Weiss, Ms. Sinnott represented an entity (the "Sinnott Former Client") in respect of a request for production of Lehman-related documents in possession of the Sinnott Former Client made by Anton Valukis, the Court-appointed examiner.

9. Ms. Sinnott's representation of the Sinnott Former Client ceased upon joining Quinn Emanuel. Out of an abundance of caution, Quinn Emanuel has instructed Ms. Sinnott not to bring his files relating to the Sinnott Former Client to Quinn Emanuel, and will employ appropriate walling mechanisms to ensure that no confidential information about the Sinnott Former Client is disclosed to any attorney representing the Creditors' Committee.

10. The foregoing statements are true and correct to the best of my knowledge, information and belief.

December 7, 2010

/s/ Susheel Kirpalani
Susheel Kirpalani
A Member of the Firm